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*Proposed Attorneys for Debtors and Debtors  
in Possession*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead Case,  
No. 19-30088 (DM).*

Bankruptcy Case  
No. 19-30088 (DM)  
Chapter 11  
(Lead Case)  
(Jointly Administered)

**NOTICE OF FILING OF PROPOSED  
FINAL ORDER PURSUANT TO 11 U.S.C.  
§§ 105, 362, 363, 364, 503 AND 507 AND  
FED. R. BANKR. P. 2002, 4001, 6004 AND  
9014 (I) AUTHORIZING DEBTORS TO  
OBTAIN SENIOR SECURED,  
SUPERPRIORITY, POSTPETITION  
FINANCING, (II) GRANTING LIENS AND  
SUPERPRIORITY CLAIMS, (III)  
MODIFYING THE AUTOMATIC STAY,  
AND (IV) GRANTING RELATED RELIEF**

Date: March 13, 2019  
Time: 9:30 a.m. (Pacific Time)  
Place: United States Bankruptcy Court  
Courtroom 17, 16th Floor  
450 Golden Gate Avenue  
San Francisco, CA 94102

1       **PLEASE TAKE NOTICE** that on January 29, 2019 (the “**Petition Date**”), PG&E  
2 Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and  
3 debtors in possession (the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11**  
4 **Cases**”), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States  
Code (the “**Bankruptcy Code**”) with the United States Bankruptcy Court for the Northern District  
of California (San Francisco Division) (the “**Bankruptcy Court**”).

5       **PLEASE TAKE FURTHER NOTICE** that a hearing was held on January 31, 2019 (the  
6 “**First Day Hearing**”), where, among other things, the Bankruptcy Court granted interim relief with  
7 respect to the *Motion of Debtors Pursuant to 11 U.S.C. §§ 105, 362, 363, 364, 503 and 507 and Fed.*  
8 *R. Bankr. P. 2002, 4001, 6003, 6004 and 9014 for Interim and Final Orders (I) Authorizing the*  
*Debtors to Obtain Senior Secured, Superpriority, Postpetition Financing, (II) Granting Liens and*  
*Superpriority Claims, (III) Modifying the Automatic Stay, (IV) Scheduling Final Hearing, and (V)*  
*Granting Related Relief* (the “**DIP Financing Motion**”) [Dkt No. 23].

9       **PLEASE TAKE FURTHER NOTICE** that the Bankruptcy Court will hold a hearing on  
10 **March 13, 2019, at 9:30 a.m. (Pacific Time)** (the “**Omnibus Hearing**”) in the courtroom of the  
11 Honorable Dennis Montali, United States Bankruptcy Judge, Courtroom 17, 16th Floor, 450 Golden  
12 Gate Avenue, San Francisco, California 94102. At the Omnibus Hearing, the Bankruptcy Court  
will, among other matters, hear the DIP Financing Motion and consider granting the relief requested  
therein on a final basis.

13       **PLEASE TAKE FURTHER NOTICE** that a copy of the Debtors’ proposed final order on  
14 the DIP Financing Motion and a redline comparison against the interim order previously entered by  
15 the Court are attached hereto as **Exhibit 1**. The changes reflected in such proposed final order  
16 include provisions intended to address certain formal and informal comments, objections, and  
17 reservations of rights received by the Debtors with respect to the DIP Financing Motion, including  
from the California Self-Insurers’ Security Fund, the Ad Hoc Group of Institutional Bondholders and  
MRC Global (US) Inc.

18       **PLEASE TAKE FURTHER NOTICE** that attached hereto as **Exhibit 2** is (i) the fully  
19 executed Senior Secured Superpriority Debtor-in-Possession Credit, Guaranty and Security  
20 Agreement dated as of February 1, 2019 (the “**Credit Agreement**”), by and among the Utility,  
21 PG&E Corp. and the other guarantors, the several banks and other financial institutions or entities  
22 from time to time party thereto as lenders or issuing lenders, J.P. Morgan Securities LLC, Merrill  
23 Lynch, Pierce, Fenner & Smith Incorporated, Barclays Bank PLC, Citibank, N.A., BNP Paribas  
24 Securities Corp., Credit Suisse Loan Funding LLC, Goldman Sachs Bank USA, MUFG Union Bank,  
25 N.A. and Wells Fargo Securities, LLC, as joint lead arrangers and joint bookrunners, JPMorgan  
Chase Bank, N.A., as administrative agent, and Citibank, N.A., as collateral agent and (ii) a changed  
pages redline comparison of the executed Credit Agreement against the draft form of the Credit  
Agreement attached as Exhibit B to the *Notice of Revised Exhibits A and B to Motion of Debtors for*  
*Interim and Final Orders Authorizing the Debtors to Obtain Senior Secured, Superpriority,*  
*Postpetition Financing and Additional Relief* [Dkt. No. 165] filed on January 31, 2019.

26       **PLEASE TAKE FURTHER NOTICE** that copies of each pleading and other document  
27 identified herein can be viewed and/or obtained: (i) by accessing the Court’s website at  
28

1 <http://www.canb.uscourts.gov>, (ii) by contacting the Office of the Clerk of the Court at 450 Golden  
2 Gate Avenue, San Francisco, CA 94102, or (iii) from the Debtors' notice and claims agent, Prime  
3 Clerk LLC ("**Prime Clerk**"), at <https://restructuring.primeclerk.com/pge> or by calling (844) 339-  
4 4217 (toll free) for U.S.-based parties; or +1 (929) 333-8977 for International parties or by e-mail at:  
pgeinfo@primeclerk.com. Note that a PACER password is needed to access documents on the  
Bankruptcy Court's website.

5 **PLEASE TAKE FURTHER NOTICE** that the Debtors reserve the right to further amend,  
6 modify, or supplement the proposed final order at any time up to and during the Omnibus Hearing.

7 Dated: February 28, 2019

8 **WEIL, GOTSHAL & MANGES LLP**  
9 **CRAVATH, SWAINE & MOORE LLP**  
10 **KELLER & BENVENUTTI LLP**

11 /s/ Jane Kim

Jane Kim

12 *Proposed Attorneys for Debtors and Debtors in*  
13 *Possession*